DOCKET FILE SCPY OFIGNAL LAW OFFICE OF GARY L. FIELD, PLLC

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January 23, 2006

Marlene H. Dortch, Secretary Federal Communications Commission Wireline Competition Bureau – CPD – 214 Appls. P.O. Box 358145 Pittsburgh, PA 15251-5145

> Application of TelNet Worldwide, Inc. and Superior Technologies, Inc. RE: for the Transfer of Control of a Domestic Carrier

Dear Ms. Dorrch:

On behalf of TelNet Worldwide, Inc. ("TelNet") and Superior Technologies, Inc. d/b/a Superior Spectrum, Inc. ("STI") (collectively, "Applicants"), please find enclosed an original and five (5) copies of the above-referenced application.

Also enclosed is a Fee Remittance Form 159. As noted, the filing fee has been paid by credit card. After filing this application, please date-stamp the stamp-and-return copy and return it to me in the enclosed self-addressed stamped envelope.

Please direct any questions concerning this matter to Gary A. Gensch at the above address or by telephone at (260) 894-9836.

Very Truly Yours,

LAW OFFICE OF GARY L. FIELD, PLLC

Gary L. Field

Counsel for TelNet Worldwide, Inc.

GLF/tab Enclosure READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page 1 deg

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Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of	
Superior Technologies, Inc. d/b/a Superior Spectrum, Inc. Transferor	WC Docket No. 05
and)	
TelNet Worldwide, Inc.) Transferee)	
Application for authority to transfer control of a domestic common carrier pursuant to Section 214 of the Communications Act of 1934, as amended.	

JOINT APPLICATION FOR TRANSFER OF CONTROL

TelNet Worldwide, Inc. ("TelNet") and Superior Technologies, Inc. d/b/a Superior Spectrum ("STI") (collectively, the "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Federal Communications Commission's ("Commission") Rules, 47 C.F.R. §§ 63.03 and 63.04, for the transfer of control of STI to TelNet.

1. DESCRIPTION OF APPLICANTS

TelNet is a corporation organized and formed under the laws of the state of Michigan. TelNet is a facilities-based carrier that provides competitive local and long distance services within the state of Michigan. TelNet's common-ownership, telecommunications affiliates are (1) TelNet Worldwide-IL, LLC, which is licensed to provide telecommunications services in Illinois; (2) TelNet Worldwide-Indiana, Inc., which is licensed to provide telecommunications

services in Indiana; (3) TelNet Worldwide-Ohio, Inc., which is licensed to provide

telecommunications services in Ohio; and (4) TelNet Worldwide-WI, LLC, which is licensed to

provide telecommunications services in Wisconsin.

STI is a corporation organized and formed under the laws of the state of Michigan. STI

is a telecommunications carrier that provides competitive, resold local and long distance services

within the state of Michigan. STI also provides resold long distance service in the states of

Illinois, Minnesota, Montana, Ohio, Wisconsin, Florida, and Washington D.C.

II. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to

Section 63.03 of the Commission's Rules. This Application is eligible for streamlined

processing because (1) after the proposed transaction, TelNet's market share in the interstate,

interexchange market will be less than 10%, and TelNet will provide competitive services

exclusively in geographic areas served by a dominant local exchange carrier that is not a party to

the transaction; and (2) neither TelNet or its affiliates nor STI are dominant with respect to any

service.

III. SECTION 63.04 INFORMATION

(1) Name, Address, and Telephone Number of the Applicants

TRANSFEROR

Superior Technologies, Inc. d/b/a Superior Spectrum, Inc.

1010 W. Washington Street

Marquette, M1 49855

iiqueiie, ivii 4905

Tel: 906-227-7700

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TRANSFEREE

TelNet Worldwide, Inc. 1175 West Long Lake Drive Suite 201 Troy, MI 48098 Tel: 248-485-1000

(2) Government, State, or Territory Under Which Applicants are Organized

STI is a corporation organized under the laws of the State of Michigan.

TelNet is a corporation organized under the laws of the State of Michigan.

(3) Correspondence Information

Correspondence concerning this Application should be sent to:

Gary L. Field Gary A. Gensch, Jr. Law Office of Gary L. Field, PLLC 119 E. Kalamazoo Street Lansing, Michigan 48933

with copies to:

Mark lannuzzi President TelNet Worldwide, Inc. 1175 W. Long Lake Road Suite 201 Troy, M1 48098

Dave A. Puskala Superior Technologies, Inc. d/b/a Superior Spectrum, Inc. 1010 W. Washington Street Marquette, MI 49855

(4) Name, Address, Citizenship, and Principle Business of at Least 10% Ownership CURRENT OWNERSHIP OF STI

Name and Address	Citizenship	Principle Business	Ownership Interest
Anthony W. Stark* RR1, Box 213 Pelkie, MI 49958	United States	Telecommunications	67%
Penvest, Inc.* 600 Lakeshore Drive Houghton, MI 49931	Michigan Corporation	Real Estate and Communication Investment	33%

^{*}Neither of these owners holds a ten percent or greater ownership interest in another telecommunications company.

OWNERSHIP OF STI AFTER TRANSACTION

The ownership of STI will not have changed after the transaction. However, the transaction will result in the transfer of STI's assets to TelNet, including STI's customer base and the Superior Spectrum name. As a result, STI will no longer provide telecommunications services.

CURRENT OWNERSHIP OF TELNET

Name	Citizenship	Principle Business	Ownership Interest
Mark lannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%
Frank lannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%

OWNERSHIP OF TELNET AFTER TRANSACTION

Name	Citizenship	Principle Business	Ownership Interest
Mark lannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%
Frank lannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%

(5) Anti-Drug Abuse Act Certification

Applicants hereby certify, pursuant to §§ 1.2001 through 1.2003 of the Commission's Rules, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction

TelNet is proposing to purchase the assets of STI, including STI's customer accounts and the Superior Spectrum name. Upon completion of the transaction, TelNet will become the provider of local and long distance telecommunication services to STI's current subscribers. Immediately following the transaction, customers of STI will continue to receive services under the same rates, terms, and conditions as those services are presently provided. The proposed transaction is not expected to result in any interruption in service to customers. Finalization of the transaction will not occur until receipt of necessary regulatory approvals.

(7) Geographic Areas Where Domestic Telecommunications Services are Provided TRANSFEROR

STI provides competitive local exchange service in Michigan within the geographic area served by Michigan Bell Telephone Company d/b/a AT&T Michigan ("AT&T Michigan") and

provides resold long distance service in the states of Illinois, Michigan, Minnesota, Montana, Ohio, Florida, Wisconsin, and Washington, D.C.

TRANSFEREE

TelNet provides competitive local exchange service throughout Michigan within the geographic areas served by AT&T Michigan, CenturyTel, Verizon North, and Verizon North Systems, and long distance service throughout Michigan.

Although TelNet's common-ownership affiliates TelNet Worldwide-IL, LLC; TelNet Worldwide-Indiana, Inc.; TelNet Worldwide-Ohio, Inc.; and TelNet Worldwide-WI, LLC are licensed to provide telecommunications services in the respective states of Illinois, Indiana, Ohio, and Wisconsin, none of these affiliates have begun providing any telecommunications services at this time.

(8) Streamlined Treatment

As shown above in Section II, this Application fits into one of the presumptive streamlined categories, and thus streamlined treatment is appropriate.

(9) Other Commission Applications

Besides filing the requisite notice certification in CC Docket No. 00-257 pursuant to 47 C.F.R. § 64.1120(c), there are no other Commission applications related to the transaction that is the subject of this Application.

(10) Imminent Business Failure

Applicants are not requesting special consideration because neither party to the transaction is facing imminent business failure.

(11) Separately Filed Waiver Requests

There are no separately filed waiver requests being sought in conjunction with the

transaction that is the subject of this Application.

(12) Public Interest

TelNet's acquisition of STI is in the public interest because the transaction will

strengthen competition in the markets covered by this transaction. This transaction will permit

TelNet to expend its managerial, technical, and financial resources to ensure continued delivery

and improvement of the services provided to STI's customers. TelNet is dedicated to offering a

comprehensive set of voice, data, Internet, and infrastructure services to service provider,

business, and residential markets. TelNet's investment in acquiring STI's assets reflects

TelNet's commitment to becoming one of the region's premier telecommunications providers.

The transaction will also benefit competition because TelNet intends to serve a significant

portion of STI's customers with TelNet's own facilities. Finally, the transaction will further

strengthen competition in the affected markets by expanding TelNet's presence as a viable

competitor.

IV. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission

approve the proposed transfer of control through the sale of assets and find that the transfer will

serve the public interest, convenience, and necessity.

Dared: January 23, 2006

Respectfully submitted, TelNet Worldwide, Inc.

Mark Jannuzzi, Président

1175 W. Long Lake Road, Suite 101

Troy, MI 48098

248-485-1000 (telephone)

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Dated: January 23, 2006

Superior Technologies, Inc. d/b/a Superior Spectrum, Inc.

Anthony W. Stark
President and CEO
1010 W. Washington Street
Marquette, MI 49855
906-227-7700 (telephone)

Gary L. Field
Gary A. Gensch, Jr.
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Its Attorneys